

# Exhibit G! %+

**Marketplace 2014 Q3 OLR**  
**Thursday, October 2<sup>nd</sup> 8:00 AM – 4:00 PM PST**  
**CONF US SEA Roxanne 05.200**  
**Agenda – Notes**

**Attendees:** Peter Faricy, Mark Mitchke, Julie Bainbridge, Dharmesh Mehta, Jonathan Shakes, Jim Joudrey, Avi Saxena, Steve Johnson, Nish Lathia, Peeyush Nahar, Nick Talwar

Not able to attend: Stefan Haney

Simmi Bath—Facilitator; Lindsey Kattenhorn & Kaitlin McVey – HR

Topic	Time
<b>Introduction</b> <ul style="list-style-type: none"> <li>• Review agenda and materials</li> <li>• Review expectations of meeting and ground rules</li> </ul>	8:00 – 8:30
<b>People Goals Update</b> <ul style="list-style-type: none"> <li>• Attrition, Top Tier Retention &amp; Top Grading</li> <li>• Hits and Misses</li> </ul>	8:30 – 9:00
<b>Notes:</b> <ul style="list-style-type: none"> <li>• How are the single threaded new business teams doing?</li> <li>• What teams are hurting across Marketplace (Tech and Business) and what are we doing in response? <ul style="list-style-type: none"> <li>○ VAS: underperforming managers (since moved out); round table with SDEs with local HR</li> <li>○ Selection team is missing a manager and director; Fees has a new manager ramping</li> <li>○ Fulfillment: new hires ramping, ambiguity on role and how they fit is AMZN</li> <li>○ Data comparison on performance of Marketplace remote dev centers vs across the company</li> <li>○ India: average tenure of SDEs is very different than SEA; average tenure of managers is very different than SEA; teams have grown 3x the amount of times as SEA; no handoff happening of knowledge, mistakes are made during the re-learning; facilities aren't up to par (no food options even within 15 min driving);</li> <li>○ Key Learning: Can't have junior managers floating around and being remotely managed – need a Sr Leader on site. Need hard tenets around this.</li> </ul> </li> <li>• Schedule talks for Directors to share information about the exciting things our org is working on. <ul style="list-style-type: none"> <li>○ We have room to improve on telling good stories about the work we are doing – we need to learn from the FCs on how they have communicated their roles as "sexy, innovating, etc).</li> <li>○ Consider hosting information sessions – ex: Amazon smile one year anniversary</li> </ul> </li> <li>• We need to attract more Principals. How do we get plugged into the Principal Rotation process? Can Brad Porter help?</li> <li>• Leaders need elevator pitch to sell Marketplace</li> </ul>	

<ul style="list-style-type: none"> <li><b>Actions/Next Steps:</b> <ul style="list-style-type: none"> <li>○ Pull transfers in/transfers out, sort by function [Lindsey]</li> <li>○ Build Marketplace visibility with the Principal community [Nish to take lead, connect Jim/Avi with the community]</li> <li>○ Conduct analysis of remove Dev Centers: Hyderabad; Bangalore; Detroit; Phoenix.</li> <li>○ Schedule talks for Directors to share information about exciting things Marketplace is working on.</li> <li>○ Leaders to develop Marketplace elevator pitch.</li> </ul> </li> </ul>	
<p><b>L8 Promo Recommendations</b></p> <ul style="list-style-type: none"> <li>Discuss promotions to L8 (2) <ul style="list-style-type: none"> <li>○ Read/review promotion document</li> <li>○ Discuss and approve/reject</li> </ul> </li> </ul> <p><b>Notes:</b> Promo docs will reviewed at Sebastian's OLR (10/16), followed by Tech Panel</p> <p><b>Joel Mosby Doc Comments/edits:</b></p> <ul style="list-style-type: none"> <li>The doc needs to match the great work Joel is doing (add richness, updates since Q1, and thorough examples).</li> <li>Remove adjectives and adverbs</li> <li>Page 1: Versus leading with program, focus on his ability to lead multi-functional, multi-scope, multi-site organizations.</li> <li>Strengthen Customer Feedback: Need more feedback from people outside of Marketplace – goal of 3 (add Greg Russell (Peter to send note); consider adding Peter Commons, Sean Scott, Eric Young; Tony Chor, Llew Mason, Mike Carr; Abhi Angilivelil, Jim Robinson, Joe Mag</li> <li>Update new titles for Mark and Kanda</li> <li>Update feedback provided in Q1.</li> <li>Complete deep dive with Harsha (Nish can help)</li> <li>Hire and Develop the Best: Section needs to be strengthened, reduce any ambiguity. Break up section to focus on hiring front (ex: Jay, use his resume; use matching data) and developing employees. <ul style="list-style-type: none"> <li>○ Include Damian's promotion and what Joel did to develop him.</li> <li>○ Joel has built a strong Sr Management team, kick off the Hire and develop the best section with this. He has strong managers – this was reflected in the 2014 Tech Survey.</li> <li>○ SDE III external hires – change focus to Joel attracting and hiring senior talent because he has the ability to sell top talent.</li> <li>○ Three L7 remote managers, Joel has turned around the performance of Abdullah (was LE in last OLR)</li> <li>○ Is he sought out for interviews and mentoring employees? If yes, add.</li> </ul> </li> <li>New reason not to promote: <ul style="list-style-type: none"> <li>○ Steve's suggestion – Think Big, can be framed that he has some good examples, but in order to perform as an L8 this is a growth area.</li> <li>○ Peter's suggestion – He has developed innovations, but he has not been able to have an impact outside of the Marketplace team.</li> </ul> </li> <li>Page 5: Dive Deep – quote from Seema is not sufficient. Use example from the matching team, taking team over, dived deep, show results, etc.</li> <li>Vocally Self Critical: missing context from why there was the increase in TT. One good example is sufficient. May not need this section...</li> </ul>	9:00 – 10:30

<ul style="list-style-type: none"> <li>• Lead with Are Right a lot, Deliver Results, Hire and Develop the Best.</li> <li>• Group what he owns (front end vs back end)</li> <li>• Ops Excellence table: needs to be improved, 1 table for OLP, 1 table for Matching</li> <li>• Where has Joel exhibited leadership to reduce tickets (Matching story)</li> <li>• <b>Next steps:</b> additional review on October 10.</li> </ul> <p><b>Nitin Garg Doc Comments/edits:</b> Reviewed at Sebastian directs in Q1, but did not go to panel.</p> <ul style="list-style-type: none"> <li>• Doc doesn't communicate who Nitin is as a tech leader</li> <li>• Big story needs to be told in order for doc to be successful</li> <li>• Technical depth for this year: Alexandria becoming Tier 1 service, spent most of his time this year building the Org (MYP, etc)</li> <li>• <b>Concern:</b> compliance Platform – no vision or plan, this was a huge priority for 2014 that Nitin did not deliver on.</li> <li>• Nish's feedback: Strong on business side, bottomed up quickly when the conversation became technical.</li> <li>• Visibility to Seattle is limited (Llew Mason, Karen Quek, Adrian)</li> <li>• Pick 4 – 5 people to be committed and spend time to do deep dives and provide feedback.</li> <li>• How is he building the Org</li> <li>• Discuss BR feedback with Nish</li> <li>• Review Tech Survey</li> <li>• Is he in the right job family – should we consider for GM/2-pizza team?</li> <li>• Are we setting him up for success? 2-sites, etc</li> <li>• Simmi to ping Adrian to provide feedback</li> <li>• What is his arc of development</li> <li>• <b>Next step:</b> Avi, Jim, Nish, Simmi review next week</li> </ul>	
<p><b>MBA Discussion</b></p> <ul style="list-style-type: none"> <li>• Hiring, Attrition and Promotion</li> <li>• 9-Blocker</li> <li>• Collect names for forward-looking slate</li> </ul> <p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• Committee developed to conduct deep dive: <ul style="list-style-type: none"> <li>○ Lindsey Wille</li> <li>○ Simmi Bath-Hydzik</li> <li>○ Kaitlin McVey</li> <li>○ Mike Miller</li> <li>○ Peeyush Nahar</li> <li>○ Jonathan Shakes</li> <li>○ Nick Talwar</li> <li>○ Russ Andrews</li> <li>○ Alec Schweikert</li> </ul> </li> </ul>	10:30 – 12:30 <i>Includes Lunch</i>
<p><b>SDE II Rotation Discussion</b></p> <ul style="list-style-type: none"> <li>• Look at SDE II promotions this cycle and discuss potential rotations</li> <li>• Discuss a rotation program for when someone is promoted to SDE II</li> </ul> <p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• Update spreadsheet to include: <ul style="list-style-type: none"> <li>○ length in role</li> </ul> </li> </ul>	12:30 – 1:30

<ul style="list-style-type: none"> <li>○ current SDE IIs</li> <li>○ new SDE IIIIs</li> <li>• <b>Next step:</b> Jim, Avi, Nish, Steve, Peeyush, Aravind, Terk, and Kaitlin to meet and discuss</li> </ul>	
<p><b>L7 TT Discussion</b></p> <ul style="list-style-type: none"> <li>• Collect names for forward-looking slate</li> <li>• Discuss talent rotation/key open L7 roles and talent gaps</li> </ul> <p><b>Notes:</b></p> <p><b>Top Tiers:</b></p> <ul style="list-style-type: none"> <li>• <u>Pat Masse</u>: New promotion, only Principal software SDE-T (exceeds)</li> <li>• <u>Alec Schweikert</u>: New transfer to VAS, taken over PM and Bus Ops/Analytics (outstanding). Promo is ~2years</li> <li>• <u>Mike Terkowitz (Terk)</u>: New promotion, deep diving into new technologies, normalization, scale matching, etc. Expanded scope across Marketplace and Consumer Org. Taking over SDE III promo process. Doing very well.</li> <li>• <u>Scott Webster</u>: continuing to trend to outstanding. Org is 40 – 45 people, includes 2 L7s, he is seen as Nish's successor. Projected promo in Q1</li> <li>• Prashant Agarwal: trending to outstanding. Grew team significantly (40 – 50), recruiting L7, BR core, deeply technical, writes code on the side. Most technical Dev Manager Nish has ran into in a long time. Visiting 10/28 for a tech deep dive. Q3 2015 promo.</li> <li>• <u>Garret Gaw</u>: first time rating, doing well, expanded to Seller Central and ENDR. Promo for Q1 2015. He needs more exposure to SEA.</li> <li>• <u>Aaron Kujat</u>: Doing great at current level, can't scale to do MFN Prime. Has not hired well, Kenny is leaving to CA, has not built strong leadership team. Good at execution, not at thinking big (Avi is coaching).</li> <li>• <u>Mike Miller</u>: Continues to perform well, moved to the leader of Guild in July, now has a dev team in Phx. Done well on Hire and Develop, hiring and managing out. Growth area is business maturity. Takes feedback well. Needs to find a mentor to address business maturity. Find a mentor to lead a tech team.</li> <li>• <u>Priya Padmanabhan</u>: Promo candidate for 2015 (Q1 or Q3). Attracts talent, awesome at hire and develop the best. Deliver results, Thinks Big. Made a case to take over CAM for next year and deprecate. Earns Trust of partners. Area of development is to be tough on low performers and to have her directs hold a high bar. Avi is increasing her scope to Director Level. Consider taking on Gating or Pricing.</li> <li>• <u>Aravind Yalamanchi</u>: Hired as Principal into Marketplace. Has to develop one of his big technologies and see it through completion, Auto categorization is an example. Becoming less introverted with team, but doesn't have much exposure outside of our team. Peter is encouraging him to develop relationships with leaders across the CLT. He needs to drive impact for the Org. Peter is meeting with Avi, Nish, and Jim to determine the best path for Aravind. Needs to improve on Invent and Simplify. Need to discuss what the best home is for Aravind to help with his success and growth (Peter taking lead).</li> <li>• <u>Tyler Whitworth</u>: did not discuss as Stefan is not in attendance.</li> <li>• <u>Alfredo Mendez</u>: recently promoted in the UX Design category. In an SDM role now, and is transitioning well. He has asked to relocate to the EU, and will be leaving the team in the next 3 – 6 months.</li> </ul>	1:30 – 2:30

- Austin Wilson: Outstanding in Q1 (need to double check). Still trending the same way. Owns all Seller Recruiting for VAS, business development, telesales (Costa Rica). 2 L7s reporting to him, and an L6 up for promo. Austin's estimated promo is Q3 2015.
- Nick Crav...: runs business development and M&A for VAS. Exceeds rating, and still trending that way. He has closed Dish Networks, Tech Lessons and other big deals for VAS.

**Note: Names in TT section in bold will be up for promotion in Q1 2015 (Garret, Priya, Scott W).**

**Highly Valued:**

- Randal Hisatomi: moving to Peeyush's org reporting to Prakash, doing stellar.
- Kate Kondrak: promoted to L7 in April, doing well.
- Scott Anderson: Doing solid.
- Kyle Huden: did not discuss
- Prakash Krishnamurthy: trending towards Director, a few years out.
- Nathan Shanmugam:
- Sairam Chinta: moving to Dev Needed. Struggled with Insist on Highest Standards. Not scaling. Gating and GCID will be removed, his space will be split in half.
- Andy Pollack: Still looking to rotate, hasn't found anything.
- John Rodgers: Met with Jonathan, taking a weekend to think about the transfer.
- Tor Steiner: did not discuss
- Joe Trelin: did not discuss
- Jason Trichel: Met with Stefan, Dharmesh, Jim, and Peeyush and looked outside Marketplace.
- Matt Yeatts: Looking at Fulfillment for a move, but needs further discussion. Operations is his strength, strong bias for action. Hasn't been able to scale to a large team.
- Ted Kosev: Should look for a rotation in order to grow his career. Exceptional at most LPs. Needs a fresh start and new challenges before getting too comfortable. He gets excited about building new businesses. Julie's Product Quality team?

**Least Effective:**

- Abdullah: Turning the corner, doing very well. Responded well to feedback.

**Too new to rate:**

- Sandeep Kaul: Not ramping well. Struggling with diving deep. Cultural fit is of concern.
- Jay Iyer: Great hire, ramping well.
- Sivanand Akella- Great hire, ramping well.
- Mit Majithia – Doing well
- Sarpa Sagaram – Ramping well.
- Peter Lugli – Still in a risky area, too soon to rate.

**L7 LE Discussion**

- Discuss specific plans

2:30 – 3:00

**Notes:**

**L8 Discussion Peter, Mark & Simmi Only**

3:00 – 4:00

<ul style="list-style-type: none"> <li>•</li> </ul> <p><b>People concerns to consider for offsite:</b></p> <ul style="list-style-type: none"> <li>• Sr level external hires taking up significant time <ul style="list-style-type: none"> <li>◦ Hiring and scaling</li> <li>◦ Increase diversity in our Sr Leaders</li> <li>◦ Internal recruiting needs to be energized</li> <li>◦ Kristen Bailey will come talk with team (L7-L8 hiring across consumer)</li> </ul> </li> <li>• Still operating in silos in India – how do we integrate teams?</li> <li>• Version of the S-Team for Marketplace <ul style="list-style-type: none"> <li>◦ Discuss issues, explore new opportunities</li> </ul> </li> <li>• Rotation program for new MBAs (something similar to Retail) <ul style="list-style-type: none"> <li>◦ Should we consider joining the RLD program and taking placements on their 2<sup>nd</sup> rotation?</li> </ul> </li> <li>• Internal rotation program for SDE II and IIs <ul style="list-style-type: none"> <li>◦ Keep our hires interested before they start looking</li> <li>◦ Need to review our transfer in/out data</li> </ul> </li> <li>• Leverage our L7 TT business and Dev Managers to lead 2 pizza teams</li> </ul>	
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